

EXHIBIT 1
ENTIRE EXHIBIT
SUBMITTED UNDER SEAL

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

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WAYMO LLC,

Plaintiff,

vs.

No. 3:17-cv-00939-WHA

UBER TECHNOLOGIES, INC.;

OTTOMOTTO LLC; OTTO TRUCKING,

INC.,

Defendants.

_____/

HIGHLY CONFIDENTIAL ATTORNEYS' EYES ONLY

VIDEOTAPED DEPOSITION OF WAYMO 30(b)(6)

DON HARRISON

PALO ALTO, California

THURSDAY, AUGUST 17, 2017

9:10 a.m.

REPORTED BY: Nina Pavone

CSR LICENSE No. 7802

Job No. CA 2677748

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P-R-O-C-E-E-D-I-N-G-S:

1
2
3 THE VIDEOGRAPHER: Good morning. We are on the 09:10:11
4 record at 9:10 a.m. on August 17, 2017. This is the 09:10:33
5 videotaped deposition of Mr. Don Harrison. 09:10:39
6 My name is Ramon Peraza, here with our court 09:10:42
7 reporter, Nina Pavone. We are here from Veritext Legal 09:10:46
8 Solutions at the request of counsel for the defendant. 09:10:49
9 This deposition is being held at Morrison & 09:10:52
10 Forester in Palo Alto. The caption of this case is Waymo 09:10:55
11 LLC versus Uber Technologies, et al., case number 09:10:58
12 3:17-cv-00939-WHA. 09:11:07
13 Please note that audio and video recording will 09:11:10
14 take place unless all parties have agreed to go off the 09:11:14
15 record. Microphones are sensitive and may pick up 09:11:17
16 whispers or private conversations. 09:11:21
17 At this time, counsel, please identify 09:11:22
18 yourselves for the record and state whom you represent. 09:11:23
19 MR. PRITT: Maxwell Pritt from Boies Schiller 09:11:27
20 Flexner, representing defendant Uber Technologies, Inc. 09:11:31
21 and defendant Ottomotto LLC. I'm here with my colleague, 09:11:33
22 Josh Friedman, also from Boies Schiller Flexner, 09:11:37
23 representing defendants. 09:11:39
24 MR. LIN: My name is James Lin from Goodwin 09:11:41
25 Procter on behalf of Otto Trucking, LLC. 09:11:45

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1 MR. EISEMAN: David Eiseman from Quinn Emanuel 09:11:46
2 on behalf of plaintiff Waymo and the witness Mr. Harrison. 09:11:49
3 MR. BERKLEY: Demarron Berkley, inhouse with 09:11:53
4 Google. 09:11:56
5 THE VIDEOGRAPHER: The court reporter may now 09:11:56
6 swear in the witness. 09:11:58
7 09:12:00
8 DON HARRISON, 09:12:00
9 being first duly sworn by the Certified Shorthand Reporter 09:12:00
10 to tell the truth, the whole truth, and nothing but the 09:12:00
11 truth, testified as follows: 09:12:00
12 09:12:12
13 EXAMINATION 09:12:12
14 BY MR. PRITT: 09:12:14
15 Q Good morning, Mr. Harrison. 09:12:14
16 A Good morning. 09:12:16
17 Q Could you please state your full name for the 09:12:16
18 record. 09:12:18
19 A My full name is Donald Stewart Harrison. 09:12:18
20 Q And what's your home address? 09:12:21
21 A [REDACTED] 09:12:22
22 Q And is Mr. Eiseman, sitting next to you, your 09:12:25
23 counsel? 09:12:29
24 A He is. 09:12:29
25 Q Is he representing you today? 09:12:29

1	A	He is.	09:12:32
2	Q	Is he representing you personally?	09:12:32
3	A	No.	09:12:34
4	Q	And do you have any counsel representing you	09:12:35
5		personally?	09:12:37
6	A	I do not.	09:12:38
7	Q	And who is Mr. Eiseman representing?	09:12:39
8	A	He's representing Google.	09:12:43
9	Q	Have you had a chance to review deposition	09:12:44
10		procedures with Mr. Eiseman?	09:12:48
11	A	I have.	09:12:50
12	Q	Do you understand generally how the deposition	09:12:50
13		will occur?	09:12:54
14	A	I think I do.	09:12:55
15	Q	Okay. So I'll just quickly go over ground	09:12:56
16		rules, just to make sure we're on the same page.	09:12:59
17		You know the deposition is a question-and-answer	09:13:02
18		format, correct?	09:13:04
19	A	I do. Yes, I understand.	09:13:05
20	Q	And so I'll try to ask precise questions. I	09:13:07
21		can't promise I'm always going to do that, so if you don't	09:13:11
22		understand something I'm asking, will you agree to ask me	09:13:14
23		to clarify it?	09:13:18
24	A	I will.	09:13:20
25	Q	Okay. And it's important to answer questions	09:13:20

1 specific pools of IP will be treated. 14:03:22

2 BY MR. PRITT: 14:03:26

3 Q When you say you would negotiate and address 14:03:26

4 that directly, negotiate how specific pools of -- were you 14:03:28

5 talking about addressing that in the merger agreements? 14:03:33

6 A Yes, and adjacent agreements too. 14:03:37

7 Q What sort of adjacent agreements? 14:03:46

8 A When we [REDACTED], we had to 14:03:48

9 figure out how to who handle the patents and work with 14:03:51

10 each other on defensive and offensive litigation with 14:03:55

11 respect to the patents, and that was a services agreement 14:03:58

12 that went on for hundreds of pages. 14:04:00

13 Q Anything besides merger and service agreements? 14:04:04

14 MR. EISEMAN: Objection as to form. 14:04:15

15 THE WITNESS: You can be creative in these 14:04:15

16 setting and call the agreements whatever you want, but 14:04:17

17 they would be part of the merger agreement. They would be 14:04:18

18 referenced in the merger agreement. There would be a 14:04:21

19 schedule to the merger agreement. 14:04:24

20 BY MR. PRITT: 14:04:26

21 Q Thank you. 14:04:26

22 Does Waymo perform its own M&A transactions? 14:04:32

23 A [REDACTED]

[REDACTED]

[REDACTED] 14:04:48

1 [REDACTED] 14:04:52

2 Q Has Waymo ever performed any M&A transactions? 14:04:57

3 A [REDACTED]

4 [REDACTED]

5 [REDACTED]

6 [REDACTED] 14:05:17

7 Q Those are the ones we referred to earlier? 14:05:17

8 A Yes. 14:05:22

9 Q Do you know what companies Waymo has looked at 14:05:22

10 in connection with the potential M&A transaction? 14:05:27

11 A I do not. 14:05:30

12 Q Other than [REDACTED] M&A transactions that we 14:05:31

13 discussed earlier, are you aware of any autonomous 14:05:53

14 vehicles transaction that Google has entered into in the 14:06:00

15 past 24 months? 14:06:04

16 MR. EISEMAN: Objection as to form. 14:06:06

17 THE WITNESS: I'm not aware of any M&A 14:06:07

18 transactions. 14:06:09

19 BY MR. PRITT: 14:06:10

20 Q The same is true for Waymo? 14:06:13

21 A Yes. 14:06:17

22 Q Do you recall the deal terms and components of 14:06:18

23 the [REDACTED] transaction? 14:06:27

24 A Roughly, yes. 14:06:31

25 Q And what were they roughly? 14:06:32

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1 A [REDACTED]
[REDACTED]
[REDACTED] 14:06:47
4 Q Were there any terms and components that you 14:06:52
5 recall roughly? 14:06:55
6 A It had -- every M&A deal has standard terms and 14:06:58
7 provisions, confidentiality being one of them. Those were 14:07:02
8 all part of the term sheet. But unusual provisions or 14:07:06
9 sort of the spoke provisions, no, I'm not aware of -- 14:07:11
10 other than [REDACTED] [REDACTED]
[REDACTED] [REDACTED]
[REDACTED] 14:07:36
13 Q And are you aware of the deal terms and 14:07:38
14 components for the M&A transaction with Anthony's Robots 14:07:41
15 and 510 Systems? 14:07:48
16 A I'm only barely aware. 14:07:50
17 Q How are you aware? 14:07:52
18 A I think these were smaller deals in the realm of 14:07:54
19 [REDACTED] for two companies that 14:08:00
20 Anthony had started. 14:08:08
21 Q Are you aware of any noncash components of the 14:08:09
22 deals? 14:08:13
23 A It's possible we paid out in equity versus cash. 14:08:14
24 I don't remember. 14:08:16
25 Q Is there a reason you might pay out in terms of 14:08:24

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1 I, the undersigned, a Certified Shorthand
2 Reporter of the State of California, do hereby certify:

3 That the foregoing proceedings were taken before
4 me at the time and place herein set forth; that any
5 witnesses in the foregoing proceedings; prior to
6 testifying, were duly sworn; that a record of the
7 proceedings was made by me using machine shorthand which
8 was thereafter transcribed under my direction; that the
9 foregoing transcript is a true record of the testimony
10 given.

11 Further, that if the foregoing pertains to the
12 original transcript of a deposition in a Federal Case,
13 before completion of the proceedings, review of the
14 transcript [] was [] was not requested.

15 I further certify that I am neither financially
16 interested in the action or a relative or employee of any
17 attorney or party to this action.

18 IN WITNESS WHEREOF, I have this date subscribed my
19 name.

20 Dated: August 18, 2017

21
22
23
24 

NINA PAVONE

25 CSR NO. 7802